SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Tashma Lauren S.	GRAPHIC PACKAGING HOLDING CO [GPK]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2024	EVP, Gen Counsel & Secretary
1500 RIVEREDGE PARKWAY SUITE 100		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/26/2024	6. Individual or Joint/Group Filing (Check Applicable Line)
ATLANTA GA 30328		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2024		M		16,056	A	$0.00	236,399	D	
Common Stock	02/24/2024		F		7,241	D	$26.4	229,158	D	
Common Stock	02/24/2024		A		64,222[(1)]	A	$0.00	293,380	D	
Common Stock	02/24/2024		F		29,011	D	$26.4	264,369	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Service-Based Restricted Stock Units	$0.00	02/24/2024		M			16,056	02/24/2024	02/24/2024	Common Stock	16,056	$0.00	0	D	

Explanation of Responses:

1. The number of shares represents the settlement of a previously-granted Performance-Based Restricted Stock Unit award.

Remarks:

This Form 4/A is being filed to correct the designation from USD to Shares in Lines 2, 3 and 4 of Table I, Column 5.

/s/ Lauren S. Tashma, by Laura Lynn Church, Attorney-in-Fact	02/27/2024
** Signature of Reporting Person	Date